

SUSTAINABILITY COMMITTEE CHARTER

1 INTRODUCTION

- (a) The Sustainability Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”).
- (b) The Committee’s purpose is to assist the Board and the Audit and Risk Committee in fulfilling their obligations and responsibilities relating to the Company’s sustainability performance and associated risks. Sustainability broadly encompasses health, safety, security, environment and social issues (including but not limited to people and diversity, emissions, energy, water and waste management) and governance matters.
- (c) In this Charter, a reference to the “**Company**”, means Perseus Mining Limited and the economic entity constituted by Perseus Mining Limited and the entities that it controls from time to time.

2 COMMITTEE MEMBERSHIP

- (a) The Committee shall consist of not less than two members of the Board. Members of the Committee shall be selected by the Board. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a director of the Company.
- (b) Rotation of members, if required by the Committee, shall normally be limited to one per year. The decision as to which member to rotate, when appropriate, will be made by the Board. The Board shall review Committee membership on an annual basis and at other times as the Board may deem appropriate.
- (c) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

3 RESPONSIBILITIES OF THE COMMITTEE

- (a) While the Committee has the responsibilities and powers set forth in this Charter, the role of the Committee is oversight of Management. Accordingly, the responsibilities of the Committee are to assist the Board and the Audit and Risk Committee by overseeing:
 - (i) the development and implementation of sustainability strategies to generate material benefits for all of our stakeholders, in line with the Company mission, vision, objective and values;
 - (ii) reporting of sustainability information to users of sustainability reports;
 - (iii) sustainability risk management and mitigation and the management of material sustainability risks that could impact the Company’s reputation, financial performance and long-term sustainability;

- (iv) compliance with applicable Environmental, Social and Governance (ESG) requirements and relevant best practice guidelines; and
- (v) maintenance of the quality of internal and external reporting of sustainability information.

4 AUTHORITY OF THE COMMITTEE

- (a) In order to ensure the Committee is able to discharge its responsibilities efficiently and effectively, it is authorised by the Board to:
 - (i) investigate any activities within its terms of reference;
 - (ii) seek any information it requires from any employee and require all employees to cooperate with any relevant request made by the Committee; and
 - (iii) engage independent counsel and other advisors as it determines necessary to carry out its duties, set and pay the compensation for any advisors employed by the Committee, the cost of which shall be borne by the Company.

5 MEETINGS

- (a) The Committee shall have a chair appointed by the Board (the “Chair”), who shall not be the chair of the Board. The Chair shall have the duties and responsibilities set out in Schedule A hereto.
- (b) The Committee shall meet at least four times per annum, with two meetings designed to coincide with the Company’s reporting of its half-year, annual and sustainability/integrated results. The Committee shall hold additional Committee meetings as and when the Committee may otherwise deem appropriate.
- (c) Committee meetings may be held in person, over the telephone or as the Committee may otherwise deem fit. The time at which, and the place where meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided by the Company’s Constitution or by the Board.
- (d) No business may be transacted by the Committee except at a meeting at which a quorum of the Committee is present. Two committee members shall constitute a quorum.
- (e) The secretary of the Committee (the “Secretary”) will be the Company Secretary or such other person appointed by the Board. Minutes of the Committee meetings shall be maintained by the Secretary who shall ensure that they are kept in secure environment.
- (f) The Committee may invite such other person to attend its meetings as it deems necessary.

6 SPECIFIC DUTIES

In carrying out its oversight responsibilities, the Committee will:

- (a) Review and assess the adequacy of this Charter annually and recommend any changes to the Board for approval;
- (b) Review and approve the Company’s sustainability strategy and priorities, including but not limited to the setting of sustainability targets, annual materiality assessment, benchmarks to integrate sustainability considerations into business decisions and alignment with external standards and principles;
- (c) Review and monitor the Company’s policies, management systems, and performance to ensure compliance with relevant ESG requirements as well as alignment with industry best practices. This involves:

- (i) Overseeing and assessing monthly, quarterly, and annual sustainability reports and disclosures, including the annual Modern Slavery Statement;
 - (ii) Regularly addressing sustainability compliance matters and any material incidents to ensure the Company takes appropriate remedial and preventative action;
 - (iii) Monitoring trends, analysing current and emerging sustainability issues, and evaluating their impact on the Company;
 - (iv) Ensuring the Company's directors understand their ESG obligations and responsibilities and arrange the required training to stay abreast of the evolving ESG landscape;
 - (v) Investigating or commissioning investigations into exceptional instances of negative sustainability performance when appropriate;
 - (vi) Reviewing and providing recommendations to the Board regarding acquisitions and dispositions with significant sustainability implications;
- (d) Review and make recommendation to the Board with regards to the Company's position on Climate Change and associated initiatives aimed at managing the Company's environmental impact;
- (e) Support the establishment of diversity objectives and strategies for the Company and monitoring the outcomes of diversity initiatives;
- (f) Monitor and review policies, strategies and programs related to the protection of Human Rights across the Company, including to the Voluntary Principles on Security and Human Rights;
- (g) Monitor and review policies, strategies and programs related to the environmental impact of the Company's activities, including emissions, energy, waste and water management;
- (h) Assisting the Audit and Risk Committee in ensuring the Company's compliance with governance guidelines, Listing Rules, and regulations set by financial and other authorities as far as these relate to ESG;
- (i) Monitoring engagement with the Company's various stakeholders, including employees, investors, contractors, governments, communities and regulatory bodies to understand their concerns and integrate feedback into decision-making.

7 APPROVAL AND REVIEW

This Charter is to be reviewed annually.

REV. NO.	PREPARED/ UPDATED BY	REVIEWED	APPROVED	DATE	DESCRIPTION/ CHANGE EFFECTED
01	General Manager – Communications & Corporate Services	General Counsel & Company Secretary	Perseus Board	August 2023	Initial version

SCHEDULE A

In addition to the duties and responsibilities set out in the Charter of the Sustainability Committee, the Chair of the Sustainability Committee has the duties and responsibilities described below:

- (a) Provide overall leadership to facilitate the effective functioning of the Committee, including:
 - (i) overseeing the structure, composition, membership and activities delegated to the Committee;
 - (ii) chairing every meeting of the Committee and encouraging free and open discussion at meetings of the Committee;
 - (iii) scheduling and setting the agenda for Committee meetings with input from other Committee members, the chair of the Board and management as appropriate;
 - (iv) facilitating the timely, accurate and proper flow of information to and from the Committee;
 - (v) arranging for management, internal and external auditors and advisors and others to attend and present at Committee meetings as appropriate;
 - (vi) arranging sufficient time during Committee meetings to fully discuss agenda items;
 - (vii) encouraging Committee members to ask questions and express viewpoints during meetings; and
 - (viii) taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Charter, are well understood by the Committee members and executed as effectively as possible.
- (b) Foster ethical and responsible decision making by the Committee and its individual members.
- (c) Following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee.
- (d) Carry out other such duties as may reasonably be requested by the Board.